Persons making written submissions should file six copies thereof with the Secretary, Securities and Exchange Commission, 450 Fifth Street NW., Washington, DC 20549. Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. § 552, will be available for inspection and copying at the Commission's Public Reference Section, 450 Fifth Street NW., Washington, DC 20549. Copies of such filing also will be available for inspection and copying at the principal office of the Philadelphia Stock Exchange. All submissions should refer to File No. SR–Phlx–95–51 and should be submitted by September 8, 1995.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.[6]

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 95–20478 Filed 8–17–95; 8:45 am]

BILLING CODE 8010–01–M

[Rel. No. IC–21280; File No. 811–3437]

Jefferson-Pilot Money Market Fund, Inc, et al.

August 11, 1995.

AGENCY: U.S. Securities and Exchange Commission (''SEC'').

ACTION: Notice of application for an order under the Investment Company Act of 1940 (the ''1940 Act'').

APPLICANT: Jefferson-Pilot Money Market Fund, Inc. (''JP Money Market'').

RELEVANT 1940 ACT SECTION: Order requested under Section 8(f) of the 1940 Act.

SUMMARY OF APPLICATION: The Applicant seeks an order declaring that it has ceased to be an investment company.

FILING DATE: The application was filed on December 16, 1994, and amended on August 7, 1995.

HEARING OR NOTIFICATION OF HEARING: An order granting the application will be issued unless the SEC orders a hearing. Interested persons may request a hearing by writing to the Secretary of the SEC and serving Applicant with a copy of the request, personally or by mail. Hearing requests should be received by the SEC by 5:30 p.m. on September 5, 1995, and should be accompanied by proof of service on Applicant in the form of an affidavit or, for lawyers, a certificate of service. Hearing requests should state the nature of the writer's interest, the reason for the request, and the issues contested. Persons who wish to be notified of a hearing may request notification by writing to the Secretary of the SEC.

ADDRESSES: Secretary, SEC, 450 Fifth Street, N.W., Washington, DC 20549; Applicant, c/o J. Gregory Poole, Esq., Jefferson-Pilot Life Insurance Company 100 North Greene Street, Greensboro, North Carolina 27401.

FOR FURTHER INFORMATION CONTACT: Edward P. Macdonald, Staff Attorney, or Patrice M. Pitts, Special Counsel, Division of Investment Management (Office of Insurance Products), at (202) 942–0670.

SUPPLEMENTARY INFORMATION: Following is a summary of the application. The complete application is available for a fee from the Public Reference Branch of the SEC.

Applicant's Representations

1. JP Money Market is organized as a North Carolina corporation, and is registered under the 1940 Act as an open-end diversified management investment company. On April 1, 1982, JP Money Market filed an initial registration statement on Form N–1 to register shares under the Securities Act of 1933 (File No. 2–76802), and notified the SEC of its registration as an investment company by filing a Notice of Registration on Form N–8A (File No. 811–3437). Applicant's registration statement was declared effective by the SEC on October 26, 1982.

2. The SEC granted an order on October 21, 1994 (Rel. No. IC–20643) permitting the substitution of shares of the Variable Insurance Products Funds' Money Market Portfolio for shares of JP Money Market. On October 27, 1994, the Applicant redeemed for cash all outstanding shares of the fund it held on behalf of Jefferson-Pilot Separate Account A, a separate account organized by Jefferson-Pilot Life Insurance Company (''JP Life'') and registered under the 1940 Act as a unit investment trust for the purpose of funding individual variable annuity contracts. Commencing October 27, 1994, and continuing through November 7, 1994, JP Life redeemed its shares of JP Money Market at net asset value. This redemption of shares by JP Life, which represented its ''seed'' money in JP Money Market, took place over a twelve day period as the shares were redeemed coincident with the maturity of short-term securities held by JP Money Market. The shares redeemed for Jefferson-Pilot Separate Account A and those redeemed for JP Life constituted all the outstanding shares of Applicant.

3. On December 12, 1994, Applicant's Board of Directors adopted a resolution directing that JP Money Market be deregistered under the 1940 Act.

4. Applicant is not a party to any litigation or administrative proceeding and is not now engaged, nor does it intend to engage, in any business activities other than those necessary for the winding-up of its affairs.

5. Applicant has no debts. There were no expenses, including brokerage commissions, incurred in connection with the liquidation. Any expenses involved in the dissolution of Applicant as a North Carolina corporation will be borne by JP Management, Applicant's investment adviser.

6. JP Money Market is current with all of it filings under the Act, including all Form N–SAR filings.

7. Applicant currently has no assets, has no security holders or shares outstanding, and is in the process of winding up its affairs. Applicant has not sold its assets or securities to another investment company, nor transferred its assets to any other trust, nor has it or will it merge into or consolidate with another registered investment company. Applicant has no reason for continuing to be registered as an investment company. Applicant has no reason for continuing to be registered as an investment company.

8. Applicant intends to file with the North Carolina Secretary of State the documents necessary to dissolve itself as a North Carolina corporation, thereby ceasing to exist as a legal entity.

Conclusion

For the Commission, by the Division of Investment Management, pursuant to delegated authority.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 95–20479 Filed 8–17–95; 8:45 am]

BILLING CODE 8010–01–M

[Rel. No. IC–21279; No. 812–9406]

Security Life of Denver Insurance Company, et al.

August 11, 1995.

AGENCY: Securities and Exchange Commission (''SEC'' or ''Commission'').

ACTION: Notice of application for an order under the Investment Company Act of 1940 (''1940 Act'').

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[6] 17 C.F.R. 200.30–3(a)(12).

APPLICANTS: Security Life of Denver Insurance Company (''Security Life''), Security Life Separate Account L1 (''Separate Account''), and ING America Equities, Inc. (formerly known as SLD Equities, Inc.) (''ING Equities'').

RELEVANT 1940 ACT SECTIONS: Order requested under Section 6(c) for exemptions from Section 27(a)(3) of the 1940 Act and Rule 6e–3(T)(b)(13)(ii) thereunder.

SUMMARY OF APPLICATION: Applicants seek an order to permit the issuance of a variable life insurance contract (''Contract'') with a front-end sales load structure in which the percentage of sales charge deducted from any target premium payment could exceed that percentage deducted from any premium payment made in a prior year in excess of the target premium.

FILING DATE: The application was filed on December 30, 1994, and amended on July 26, 1995.

HEARING OR NOTIFICATION OF HEARING: An order granting the Application will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Commission's Secretary and serving Applicants with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on September 1, 1995, and should be accompanied by proof of service on Applicants in the form of an affidavit or, for lawyers, a certificate of service. Hearing requests should state the nature of the requestor's interest, the reason for the request, and the issues contested.

Persons may request notification of a hearing by writing to the Secretary of the Commission.

ADDRESSES: Secretary, Securities and Exchange Commission, 450 5th Street NW., Washington, D.C. 20549. Applicants, c/o Jerrianne Smith, Security Life of Denver Insurance Company, Security Life Center, 1290 Broadway, Denver, Colorado 80203–5699.

FOR FURTHER INFORMATION CONTACT: Yvonne M. Hunold, Assistant Special Counsel, or Brenda Sneed, Assistant Director, at (202) 942–0670, Office of Insurance Products (Division of Investment Management).

SUPPLEMENTARY INFORMATION: The following is a summary of the application; the complete application is available for a fee from the Commission's Public Reference Branch.

Applicants' Representations

1. Security Life, a Colorado stock life insurance company, principally is engaged in offering life insurance, annuities and pension products. Security Life is licensed to do business in the District of Columbia and all states except New York. Security Life is an indirect wholly-owned subsidiary of Internationale Nederlanden Groep, N.V. (''ING''). ING is headquartered in The Hague, Netherlands. ING is subject to the oversight of Internationale Nederlanden America Life Corporation, located in Georgia, which also is an indirect wholly-owned subsidiary of ING.

2. The Separate Account was established by Security Life as a separate account under the laws of Colorado. The Separate Account is registered as a unit investment trust under the 1940 Act.[1] A registration statement also has been filed under the Securities Act of 1933 in connection with the offering of the Contract by the Separate Account.[2] The Separate Account presently has seventeen divisions (''Divisions''), each of which invests in shares of a corresponding portfolio of an open-end diversified management investment company.

3. ING Equities (formerly, SLD Equities, Inc.),[3] a wholly-owned subsidiary of Security Life, is the principal underwriter for the Contract. ING Equities is registered as a broker-dealer under the Securities Exchange Act of 1934 and is a member of the National Association of Securities Dealers, Inc.

4. The Contract is a flexible premium variable universal life insurance contract issued by Security Life in reliance on Rule 6e–3(T) under the 1940 Act. The Contract provides insurance coverage with flexibility in death benefits and premium payments and is designed primarily for use on a multiple-life basis where the insureds share a common employment or business relationship. The Contract provides for allocation of net premium payments to one or more of the Divisions and to a Guaranteed Interest Division which guarantees a minimum fixed rate of interest, or both. The Contract also provides for certain guarantees against lapse. If premium payments are discontinued, the Contract will continue in effect until the cash value, less any Contract loans and accrued loan interest, no longer can cover the monthly deductions for the benefits selected, after which the Contract will lapse.[4]

5. Certain fees and charges are deducted under the Contract, including: (a) a charge equal to 2.5% of each premium for state premium taxes; (b) a charge currently equal to 1.5% of each premium for the estimated costs for the Federal income tax treatment of Security Life's deferred acquisition costs under Section 848 of the Internal Revenue Code of 1986, as amended, (commonly referred to as the ''DAC Tax'');[5] (c) a mortality and expense risk charge at an annual rate of 0.75%; (d) an initial Contract charge of $10 per month from Account Value for the first five Contract years for administrative expenses, cost of insurance, Guaranteed Minimum Death Benefit coverage, if elected, and any additional benefits provided by rider;[6] and (e) administrative charges in connection with certain Contract transactions, consisting of (i) a service fee equal to the lesser of $25 or 2% of amount requested for each partial withdrawal, (ii) a fee of $25 for each additional transfer after the first 12 in a Contract year, (iii) a fee of $25 for each premium allocation change after the first five in each Contract year, and (iv) reservation of the right to charge a fee not to exceed $25 for Contract illustrations in excess of one per Contract year.

Applicants state that the administrative charges imposed in connection with the Contracts are not designed to yield a profit to Security Life. All administrative and other

[1] Applicants incorporate this registration statement by reference to the extent necessary to support and supplement the descriptions and representations set out in this application.

[2] Applicants incorporate this registration statement by reference to the extent necessary to support and supplement the descriptions and representations set out in this application. Applicants state that the Separate Account currently funds other variable life insurance contracts registered under the 1933 Act and, in the future, may fund other forms of contracts.

[3] Applicants represent that an amendment to the application providing this information will be filed during the notice period.

[4] During the first three Contract years, the Contract is guaranteed not to lapse, regardless of Account Value, if certain minimum annual premium requirements have been met. Further, if one of the Contract's Guaranteed Minimum Death Benefit provisions has been purchased, the Stated Death Benefit portion of the Contract will remain in effect until the end of the Guarantee Period so long as the conditions for the guarantee are met.

[5] By order dated July 14, 1994, the Commission granted Applicants exemptive relief to deduct this charge. *See* Investment Company Act Rel. No. 20407 (Jul. 14, 1994) (Order), and 20362 (June 17, 1994) (Notice).

[6] The monthly charge is comprised of a per Contract charge of $5 per month plus a charge of $0.0125 per $1,000 of Stated Death Benefit (or Target Death Benefit, if greater), and is limited to a maximum of $20 per month. The cost of insurance charges and the cost of any additional benefits added by rider are deducted monthly in amounts not to exceed the guaranteed maximum rates stated in the Contract. The charge for the Guaranteed Minimum Death Benefit, if purchased, is currently $0.005 per $1,000 (and guaranteed not to exceed $0.01 per $1,000) of Stated Death Benefit each month during the Guarantee Period.

charges in connection with the Contracts will comply with all applicable requirements of Rule 6e–3(T), subject only to the relief requested herein.

6. A front-end sales charge also is deducted under the Contract. As illustrated below, for each of the first five Contract years, the front-end sales charge is equal to 8% of premiums paid up to the Contract's ''target premium,'' [7] and 3% of premiums paid in excess of the target premium. In the sixth Contract year and thereafter, the sales charge is equal to 3% of all premium amounts.[8]

FRONT-END SALES LOADS

Contract years	Deducted from premium payments	
	Up to target premium (percent)	Excess of target premium (percent)
1 to 5	8.0	3.0
6	3.0	3.0
After 6	3.0	3.0

Applicants' Legal Analysis

1. Section 6(c) of the 1940 Act, in pertinent part, provides that the Commission, by order upon application, may conditionally or unconditionally exempt any person, security or transaction, or any class or classes of persons, securities or transactions, from any provision or provisions of the 1940 Act, to the extent that such exemption is necessary or appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the contract and provisions of the 1940 Act.

2. Section 27(a)(3) of the 1940 Act generally provides, with respect to periodic payment plan certificates, that the amount of sales charge deducted from any of the first twelve monthly payments, of their equivalent, can not exceed proportionately the amount deducted from any other such payment. Further, the amount deducted from any subsequent payment can not exceed proportionately the amount deducted from any other subsequent payment.

3. Rule 6e–3(T)(b)(13)(ii) grants an exemption from Section 27(a)(3) of the 1940 Act, provided that the proportionate amount of sales charge deducted from any premium payment does not exceed the proportionate amount deducted from any prior premium payment, unless an increase is caused by the grading of cash value into reserves or reductions in sales of the annual cost of insurance. Rule 6e–3(T)(b)(13)(ii) thus permits a decrease in sales load for any subsequent premium payment, but not an increase.

4. Applicants submit that the requested relief is necessary because, in any one of the first five Contract years, the 8% front-end sales charge deducted from premium payments not in excess of the target premium could exceed the 3% front-end sales charge deducted from any premium payments made in a prior year in excess of the target premium. Applicants request exemptive relief because the Contract's sales load structure appears to violate the ''stair-step'' provisions in Section 27(a)(3) and Rule 6e–3(T)(13)(ii).

5. Applicants state that the stair-step requirements of Section 27(a)(3) are designed to address the abuse of periodic payment plan certificates that imposed unduly complicated sales load structures, which purchasers could have difficulty understanding. Applicants submit that the stair-step features of the sales charge design of the Contract are not unduly complicated and will clearly be of benefit to Contract owners. Further, full disclosure of the sales charge features of the Contract will be contained in the Contract prospectus.

6. Applicants submit that the sales charges are not designed to generate more revenues from later premium payments than from earlier payments. Applicants note that, to the extent that sales charges decline after the early Contract years, greater amounts, in general, tend to be paid with respect to payments made in early Contract years than with respect to payments made in later years. This varies somewhat with respect to individual Contracts, to the extent that the precise amount of sales charges imposed depends, among other things, on the degree to which a Contract owner exercises the premium and other flexibility features of the Contract. The exercise of these features, however, is solely within the control of the Contract owner.

7. Applicants submit that the Contract could be designed to avoid the stair-step violation and qualify for the exemptive relief from Section 27(a)(3) afforded by Rule 6e–3(T)(b)(13)(ii) if a full 8% front-end sales load were to be assessed against all premiums paid during the first five Contract years (including those in excess of the target premium) and a 3% sales charge were to be assessed against premiums paid in the sixth Contract year and thereafter. Applicants believe, however, that the Contract's existing sales charge design is more favorable to Contract owners because premiums in excess of the target premium will be paid without imposition of an additional 5% front-end sales load. Applicants state that the 5% additional sales charge is not imposed, despite the fact that Rule 6e–3(T) would permit the deduction of the additional amounts.

8. Moreover, Applicants represent that the sales charge structure is based on Security Life's operating expenses for the sale of the Contract. Thus, this structure reflects in part the lower overall distribution costs associated with excess premiums paid over the life of a Contract. Applicants submit that it would not be in the best interest of a Contract Owner to require the imposition of a sales load structure that is higher than Applicants deem necessary to adequately defray their expenses.

Conclusion

For the reasons discussed above, Applicants submit that the requested exemptions from Section 27(a)(3) of the 1940 Act and Rule 6e–3(T)(b)(13)(ii) thereunder, are necessary and appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the contract and provisions of the 1940 Act. Therefore, the standards set forth in Section 6(c) of the 1940 Act are satisfied.

For the Commission, by the Division of Investment Management, pursuant to delegated authority.

Margaret H. McFarland,

Deputy Secretary.

[FR Doc. 95–20480 Filed 8–17–95; 8:45 am]

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[7] Target premiums are actuarially determined based on the age, sex and premium class of the insured.

[8] For a Contract with multiple coverage segments of stated death benefit, premiums paid are allocated to the segments in the same proportion that the guideline annual premium (as defined by Federal income tax law) for each segment bears to the total guideline annual premium for the Contract.

SMALL BUSINESS ADMINISTRATION

National Advisory Council Meeting

The U.S. Small Business Administration (SBA) National Advisory Council will hold a public meeting on Monday, September 11, 1995 from 10:00 a.m. to 4:30 p.m. and Tuesday, September 12, 1995 from 9:00 a.m. to noon in Washington, DC at the Dupont Plaza Hotel, 1500 New Hampshire Avenue, NW., Washington, DC 20036.

For further information, write or call Ms. Dorothy Overal, Director, Office of Advisory Council, 409 3rd Street, SW., Washington, DC 20416, (202) 205–6434.